

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

:
: Chapter 11 Case No.

:
: 08-13555 (JMP)

:
: (Jointly Administered)
: X

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

KING STREET ACQUISITION COMPANY, L.L.C.

Name of Transferee

THE ROYAL BANK OF SCOTLAND PLC

Name of Transferor

Name and Address where notices to transferee should be sent:

King Street Acquisition Company, L.L.C.
65 East 55th Street, 30th Floor
New York, NY 10022
Phone: 212-812-3140
Fax: 201-215-9407
Contact Person: Trade Claims
E-mail: Tradeclaims@kingstreet.com

Name and Address where transferee payments should be sent (if different from above):

Same as above

Court Claim # (if known): 65966

Amount of Claim: \$5,034,299.68

Date Claim Filed: December 17, 2009

Name and Address of Transferor:

The Royal Bank of Scotland plc
600 Washington Boulevard
Stamford, Connecticut 06910
Attn: Elizabeth Han
Phone: 203-897-7573
Fax: 203-302-7823
Email: Elizabeth.Han@rbs.com

****PLEASE SEE ATTACHED DOCUMENTS****

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

KING STREET ACQUISITION COMPANY, L.L.C.

By: King Street Capital Management, L.P.
Its Manager

By: 

Name/Title:

Jay Ryan
Chief Financial Officer
Penalty for making false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

Date: March 15, 2011

EXHIBIT A

Proof of Claim

United States Bankruptcy Court/Southern District of New York
Lehman Brothers Holdings Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5076
New York, NY 10150-5076

PROOF OF CLAIM

Filed: USBC - Southern District of New York
Lehman Brothers Holdings Inc., Et Al.
08-13555 (JMP) 0000065966



THIS SPACE IS FOR COURT USE ONLY

In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)
Name of Debtor Against Which Claim is Held Lehman Brothers Special Financing Inc.	Case No. of Debtor 08-13888 (JMP)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

The Royal Bank of Scotland plc
c/o RBS Securities Inc.
Attn: Pia Friis, Managing
Director and Senior Counsel
600 Washington Boulevard
Stamford, CT 06901

Notices to:
Dewey & LeBoeuf LLP
Attn: Irena M. Goldstein
1301 Avenue of the Americas
New York, NY 10019

Telephone number: (203) 897-6738 Email Address: pia.friis@rbs.com

Name and address where payment should be sent (if different from above)

Telephone number: Email Address:

☒ Check this box to indicate that this claim amends a previously filed claim.

Court Claim
Number: 21699
(If known)

Filed on: September 21, 2009

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 5,034,299.68 - see attached schedule

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete Item 6.

☒ Check this box if all or part of your claim is based on a Derivative Contract.*

☐ Check this box if all or part of your claim is based on a Guarantee.*

***IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.**

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: See attached schedule

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe: _____

Value of Property: \$ _____ Annual Interest Rate _____%

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____
(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.
8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:

12/15/2009

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

David Morin, Senior Vice President
The Royal Bank of Scotland plc
By: RBS Securities Inc., its agent

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

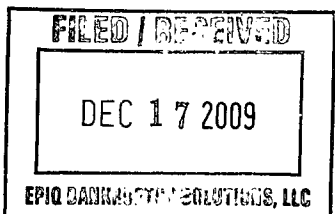
☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).

Amount entitled to priority:

\$ _____

FOR COURT USE ONLY



Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

SCHEDULE TO AMENDED RBS LBSF SANNO POINT CLAIM

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

I. Amount Payable to RBS: \$5,034,299.68

1. The Royal Bank of Scotland plc ("RBS") hereby amends its proof of claim against Lehman Brothers Special Financing Inc. ("LBSF") to reflect that RBS has entered into that certain Termination Agreement with LBSF and Lehman Brothers Holdings Inc. ("LBHI"), dated as of December 3, 2009 (the "Termination Agreement"), fixing the amount of RBS's claim against LBSF in the amount of \$5,034,299.68 (the "Settlement Amount").

2. On March 10, 2009, Sanno Point Master Fund Ltd. ("Sanno Point") filed a proof of claim (claim number 3264) against LBSF in the amount of \$6,455,505.68 (the "Sanno Point Claim") relating to transactions governed by that certain 1992 ISDA Master Agreement, dated as of June 22, 2005 (as amended and supplemented, the "Agreement Documents"). On April 16, 2009, RBS and Sanno Point entered into that certain Transfer of Claim Agreement, pursuant to which Sanno Point transferred the Sanno Point Claim to RBS. On May 4, 2009, RBS filed a notice of transfer of claim with the Bankruptcy Court.

3. On September 21, 2009, RBS amended the Sanno Point Claim (claim number 21699) in order to comply with that certain order entered by the Bankruptcy Court establishing the deadline for filing proofs of claim, approving the form of notice thereof, and approving the proposed proof of claim form [Docket No. 4271]. On October 21, 2009, RBS completed that certain derivative questionnaire in connection with its claim against LBSF.

4. On December 3, 2009, RBS, LBSF, and LBHI entered into the Termination Agreement. Section 1 of the Termination Agreement provides that "in consideration of the termination of the Transactions under the Agreement Documents... [LBSF and LBHI] hereby agree to the allowance of general, unsecured claims against each of them... in favor of [RBS] in the amount of the Settlement Amount." This section further provides that RBS is required to amend its proof of claim against LBSF and update its derivative questionnaire in order to reflect the execution of the Termination Agreement.

II. Reservation of Rights

5. RBS reserves all rights accruing to it and the filing of this amended proof of claim is not intended to, and shall not be construed as, an election of remedy, a waiver or limitation of any rights of RBS, or consent to the jurisdiction or venue of any particular court.

6. The Termination Agreement has not been filed with this proof of claim but will be made available when RBS updates its derivative questionnaire. Responses to this proof of claim should be mailed to The Royal Bank of Scotland plc, c/o RBS Securities Inc., Attn: Pia Friis, 600 Washington Boulevard, Stamford, CT 06901, with a copy to Dewey & LeBoeuf LLP, Attn: Irena M. Goldstein, Esq., 1301 Avenue of the Americas, New York, NY 10019.

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R. S. [Signature]
RECEIVED BY:

12/17
DATE

329
TIME

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York


AND TO: The Royal Bank of Scotland plc

The Royal Bank of Scotland plc, located at 600 Washington Boulevard, Stamford, CT 06910 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to King Street Acquisition Company, L.L.C., its successors and assigns, with offices at 65 East 55th Street, 30th Floor, New York, NY 10022 ("Buyer"), all right, title and interest in and to the claim of Seller (originally held by Sanno Point Master Fund Ltd.) against LEHMAN BROTHERS SPECIAL FINANCING INC. and its affiliates in the amount of \$5,034,299.68 (collectively the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 2 day of February, 2010.

THE ROYAL BANK OF SCOTLAND PLC
By: RBS Securities Inc., its agent

By: 
Name: **KAREN BREWER**
Title: **VICE PRESIDENT**

KING STREET ACQUISITION COMPANY, L.L.C.
By: King Street Capital Management, L.P.
Its Manager
By: King Street Capital Management GP, L.L.C.
Its General Partner

By: _____
Name:
Title:

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: The Royal Bank of Scotland plc

The Royal Bank of Scotland plc, located at 600 Washington Boulevard, Stamford, CT 06910 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to King Street Acquisition Company, L.L.C., its successors and assigns, with offices at 65 East 55th Street, 30th Floor, New York, NY 10022 ("Buyer"), all right, title and interest in and to the claim of Seller (originally held by Sanno Point Master Fund Ltd.) against LEHMAN BROTHERS SPECIAL FINANCING INC. and its affiliates in the amount of \$5,034,299.68 (collectively the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (jointly administered) (JMP).

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IN WITNESS WHEREOF, dated as of the 2 day of February, 2010.

THE ROYAL BANK OF SCOTLAND PLC
By: RBS Securities Inc., its agent

By: _____
Name: _____
Title: _____

KING STREET ACQUISITION COMPANY, L.L.C.
By: King Street Capital Management, L.P.
Its Manager
By: King Street Capital Management GP, L.L.C.
Its General Partner

By: _____
Name: _____
Title: _____

Jay Ryan
Authorized Signatory